

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Ishrat Khan, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 29, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the (1) Core/2002 Service List attached hereto as **Exhibit A**, and (2) Affected Parties Service List attached hereto as **Exhibit B**:

- Supplemental Order (A) Authorizing Debtors to Sell by Private Sale Certain of Debtors’ Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [Docket No. 864]

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¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Dated: February 7, 2025

/s/ Ishrat Khan
Ishrat Khan

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on February 7, 2025, by Ishrat Khan, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN
Notary Public, State of New York
No. 01BI6339574
Qualified in Queens County
Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimimage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	mbrimimage@akingump.com	Email
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Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801	mdebaecke@ashbygeddes.com	Email
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Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
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Exhibit A
Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547		First Class Mail
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel 780 Third Avenue, 34th Floor New York NY 10017	rfeinstein@pszjlaw.com akornfeld@pszjlaw.com theckel@pszjlaw.com	Email

Exhibit A
Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Brian Gale, Mark Noble, Terry Philipppas, and Lawrence Bass, and Former Stockholders	Pashman Stein Walder Hayden, PC	Attn: Joseph C. Barsalona II 824 North Market Street Suite 800 Wilmington DE 19801	jbarsalona@pashmanstein.com	Email
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Counsel to Brownsville Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Hiram Gutierrez P.O. Box 2916 McAllen TX 78502	edinburgbankruptcy@pbfc.com	Email
Counsel to Lubbock Central Appraisal District Midland County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe PO Box 817 Lubbock TX 79408	lmbkr@pbfc.com	Email
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Sergio E. Garcia 3301 Northland Drive Suite 505 Austin TX 78731	sgarcia@pbfc.com	Email
Counsel to Magnolia Independent School District and City of Montgomery, Brazoria County, Brazoria County Municipal Utility District #34	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Melissa E. Valdez 1235 North Loop West Suite 600 Houston TX 77008	mvaldez@pbfc.com	Email
Counsel to Potter County Tax Office and Randall County Tax Office	Perdue, Brandon, Fielder, Collins and Mott, L.L.P.	Attn: Alysia Córdoba P.O. Box 9132 Amarillo TX 79105	acordova@pbfc.com amabkr@pbfc.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc., Mars Fishcare North America, Inc., Royal Canin U.S.A., Inc.	Polsinelli PC	Attn: Elisa Hyder Three Logan Square 1717 Arch Street, Suite 2800 Philadelphia PA 19103	ehyder@polsinelli.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc., Mars Fishcare North America, Inc., Royal Canin U.S.A., Inc.	Polsinelli PC	Attn: Shanti M. Katona, Katherine M. Devanney 222 Delaware Avenue, Suite 1101 Wilmington DE 19801	skatona@polsinelli.com kdevanney@polsinelli.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Potter Anderson & Corroon LLP	Attn: Jeremy W. Ryan, Brett M. Haywood, Ethan H. Sulik 1313 N. Market Street 6th Floor Wilmington DE 19801	jryan@potteranderson.com bhaywood@potteranderson.com esulik@potteranderson.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company, Beral, LLLP, Laurel Lakes, LLC	Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266 Wilmington DE 19899	monique.disabatino@saul.com mark.minuti@saul.com	Email
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	Attn: Turner N. Falk Centre Square West 1500 Market Street, 38th Floor Philadelphia PA 19102	turner.falk@saul.com	Email
Securities and Exchange Commission	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov nyrobankruptcy@sec.gov	First Class Mail and Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Securities and Exchange Commission	Securities & Exchange Commission - Philadelphia Office	Attn: Bankruptcy Department One Penn Center 1617 JFK Blvd, Suite 520 Philadelphia PA 19103	secbankruptcy@sec.gov	First Class Mail and Email
Counsel to Brookdale Shopping Center, L.L.C. (Creditor/Landlord)	Segal McCambridge Singer & Mahoney	Attn: Alan J. Taylor 29100 Northwestern Highway, Suite 240 Southfield MI 48034	ataylor@smsm.com	Email
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Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott One Battery Park Plaza New York NY 10004	bateman@sewkis.com patel@sewkis.com dananberg@sewkis.com ashmead@sewkis.com bateman@sewkis.com matott@sewkis.com	First Class Mail and Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Raymond Leasing Corporation	Swanson, Martin & Bell, LLP	Attn: Charles S. Stahl, Jr. 2525 Cabot Drive Suite 204 Lisle IL 60532	cstahl@smbtrials.com	Email
Counsel to MJK Real Estate Holding Company, LLC	SWK Attorneys at Law	Attn: David E. Cohen 500 Skokie Boulevard, Suite 600 Northbrook IL 60062	dcohen@swkattorneys.com	Email
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Counsel to LU Candler Station Holdings, LLC	Thompson Hine LLP	Attn: Louis F Solimine 312 Walnut Street Suite 2000 Cincinnati OH 45202-4029	Louis.Solimine@ThompsonHine.com	Email
Counsel to Northside Village Conyers, LLC	Thompson O'Brien Kappler & Nasuti PC	Attn: Michael B. Pugh 2 Sun Court, Suite 400 Peachtree Corners GA 30092	mpugh@tokn.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to The J. M. Smucker Company and Amazing Organics LLC t/a Amazing Herbs	Tydings & Rosenberg LLP	Attn: Stephen B. Gerald 200 Continental Drive, Suite 401 Newark DE 19713	sgerald@tydings.com	Email
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights U.S. Attorney's Office 1313 N Market Street, Suite 400 Wilmington DE 19801		First Class Mail
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	Secretary of the Treasury 100 F. Street NE Washington DC 20549	secbankruptcy@sec.gov	First Class Mail and Email
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Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Attn: Bojan Guzina 111 S. Wacker Dr., Suite 5100 Chicago IL 60606	bojan.guzina@whitecase.com cshore@whitecase.com	First Class Mail and Email
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Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801	emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email

Exhibit B

Exhibit B
Affected Parties Service List
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29762620	1230 Zion LLC	2101 Rushing Spring Dr				Pearland	TX	77584-4707		First Class Mail
29762633	30X30 34th Street Lubbock Partners, LLC	Attn: Jennifer Janecka	2009 Porterfield Way	Ste. P		Upland	CA	91786		First Class Mail
29762616	4116 OBT Investments, LLC	Attn: Bill Belford	2799 NW Second Avenue	Ste. 105		Boca Raton	FL	33431		First Class Mail
29762615	6001 Powerline, LLC	Attn: Andrew Naumov	1200 Wright Ave			Richmond	CA	94804		First Class Mail
29762612	900-71, LLC	Attn: David Belford	501 Morrison Rd.	Ste. 100		Gahanna	OH	43230		First Class Mail
29762833	AF Newco I, LLC	Lowenstein Sandler LLP	Attn: Andrew Behlmann	One Lowenstein Drive		Roseland	NJ	07068	abehlmann@lowenstein.com, mp@velocityrecoveries.com	Email
29762638	Alisan LLC and Roseff LLC	Attn: General Counsel	185 NW Spanish River Blvd.	Ste. 100		Boca Raton	FL	33431		First Class Mail
29889925	ALLIED H.V.A.C.	158-2 REMINGTON BLVD.				RONKONKOMA	NY	11779		First Class Mail
29762611	Bane Holdings Tallahassee	Attn: Larry Bane	309 Northeast	22nd Street		Wilton Manors	FL	33305		First Class Mail
29762621	Banner Parters LLC	c/o Best Real Estate Management LLC	Attn: Elizabeth G. Rodriguez	601 N. Mesa	Ste. 1500	El Paso	TX	79901		First Class Mail
29762635	Boatlanding Development Co., Inc.	Attn: David Sears	423 State St.			Bowling Green	KY	42102		First Class Mail
29762624	Bostick Development LLC	Attn: Colleen Braun	803 W Big Beaver	Ste. 100		Troy	MI	48084		First Class Mail
29762634	Brierwood Village LLC	C/O TSG Realty	Attn: Pamela D. Howard & Ben Stetzer	8650 Old Kings Road S	STE 12	Jacksonville	FL	32217		First Class Mail
29762628	Champaign Village 2, LLC	Attn: John Carson	505 W. University Ave.			Champaign	IL	61820		First Class Mail
29762619	Daniel P. Hagaman	5700 Laurel Ridge Road				Chattanooga	TN	37416		First Class Mail
29762613	DCT Presidents Drive LLC	Attn: Chief Marketing Officer Prologis	300 S. Orange Avenue	Suite 1110		Orlando	FL	32801		First Class Mail
29762614	DCT Presidents Drive LLC	Attn: General Counsel	Prologis 1800 Wazee Street	Suite 500		Denver	CO	80202		First Class Mail
	Donna Rainwater Reece, Larry J. Rainwater, R. Bryan									
29762637	Whitmire and Karle J. Whitmire	Attn: R. Bryan Whitmire	6806 Rogers Ave.			Fort Smith	AR	72903		First Class Mail
29762625	Ellis Chai, LLC	Attn: Tyler John	70 W Hibiscus Blvd.			Melbourne	FL	32901		First Class Mail
29762623	EXETER 1075 COBB, LLC	c/o Five Radnor Corporate Center	Attn: Accounts Receivable Department	100 Matsonford Rd.	Ste. 250	Radnor	PA	19087		First Class Mail
29762631	Fivel Family, LLC	Attn: John F. Sedel	1630 Donna Drive	Ste. 101		Virginia Beach	VA	23451		First Class Mail
29762636	Hogan Holdings 56, LLC	C/O Hogan Real Estate	Attn: W. Glenn Hogan	9300 Shelbyville Rd	STE 1300	Louisville	KY	40222		First Class Mail
29762607	Lichtefield Development Trust	Attn: Marissa Coon	9300 Shelbyville Rd	Ste. 1300		Louisville	KY	40222		First Class Mail
29762608	Lincoln Associates	Attn: Bob Dragin & Charles P. Hyde	5755 Granger Road	Ste 825		Independence	OH	44131		First Class Mail
29762622	Marta Management, Inc.	Attn: Daniela Vargas	1124 Kane Concourse			Bay Harbor Islands	FL	33154		First Class Mail
29762618	Merchant 33, LLC	Attn: Steve Belford	6649 N. High St.	Ste. LL2		Worthington	OH	43085		First Class Mail
29762626	Meredith, Inc	Attn: Craig M. Kay	707 Virginia St. East	15th Floor		Charleston	WV	25301		First Class Mail
29762610	Niagara Falls 778, LLC	Attn: Steve Belford	6649 N. High St.	Ste. LL2		Worthington	OH	43085		First Class Mail
29762630	North Sky, LLC	David Abdo	PO Box 478			Charleston	SC	29407		First Class Mail
29762629	North Sky, LLC	Attn: Steve Belford	6649 N. High St.	Ste. LL2		Worthington	OH	43085		First Class Mail
29762617	Rodi Road 501, LLC	Attn: Steve Belford	6649 N. High St.	Ste. LL2		Worthington	OH	43085		First Class Mail
29762627	Sav 150000 Abercorn LLC	Attn: Igor Mitnik & Oleg Mitnik	250 Port Street			Newark	NJ	7114		First Class Mail
29762606	SW 17th Street 1010, LLC	Attn: Steve Belford	6649 N. High St.	Ste. LL2		Worthington	OH	43085		First Class Mail
29762609	TLP 4782 Muhlhauser LLC	Mike Meyers	2215 York Road	Ste. 405		Oak Brook Terrace	IL	60523		First Class Mail
29762632	Weston SCIP 2, LLC	Attn: Josh Eig & James Asher	4760 Richmond Rd.	Ste. 200		Cleveland	OH	44128		First Class Mail
29889926	WILLIAM M. UPTEGROVE	SENIOR TRIAL COUNSEL	950 EAST PACES FERRY RD. N.E.	SUITE 900		ATLANTA	GA	30326	EPTEGROVE@SEC.GOV	Email